

ASX Announcement / Market Release

20 October 2023

## Notice of 2023 Annual General Meeting and Proxy Form

In accordance with Listing Rule 3.17, PharmX Technologies Limited (ASX: PHX) (PharmX or the Company) attaches a copy of the following documents:

1. Letter to Shareholders regarding arrangements for Annual General Meeting as sent to Shareholders in lieu of Notice of Meeting;
2. Notice of Annual General Meeting;
3. Virtual Meeting and Online Proxy Lodgment User Guides;
4. Proxy Form; and
5. Direct Credit Facility form.

- ENDS -

*This announcement is authorised for release by the Chair of PharmX Technologies Limited.*

**For further information contact:**

**Nick England, Executive Chairman**  
[Nick.England@pharmx.com.au](mailto:Nick.England@pharmx.com.au)

## INVITATION TO PHARMX TECHNOLOGIES LIMITED'S AGM

20 October 2023

Dear Shareholder,

I am pleased to invite you to attend the 2023 Annual General Meeting ('the Meeting') of PharmX Technologies Limited ('the Company'), to be held on **Tuesday 21 November 2023, commencing at 11.00am (AEDT)**.

The meeting will be held online and in person at the offices of the Company at Suite 11.02, Level 11, 17 Castlereagh Street, Sydney, NSW 2000.

**You may pre-register for the Meeting at an online platform provided by our share registry, Automic, at:**

[https://us02web.zoom.us/webinar/register/WN\\_cTtmAMgZQ-2PXXtpECD4OA](https://us02web.zoom.us/webinar/register/WN_cTtmAMgZQ-2PXXtpECD4OA).

In order to vote online you will need to login to or register on the Automic shareholder platform as described in the registration and voting guides provided. To facilitate the smooth running of the meeting we encourage you to login in advance of the meeting. The Meeting will commence at 11am (AEDT) and you will be able to register your online attendance from 30 minutes prior to the scheduled start time.

In accordance with section 110D Corporations Act 2002 we will not be sending you a hard copy of the Notice of Meeting or Proxy Form by post ahead of the Meeting. Instead you are able to view and download a copy of the Notice of Meeting and Proxy Form from our website <https://pharmx.com.au/pharmx-investor-centre/> or via the ASX announcements platform.

Also available on our website and attached below will be all the information you need to attend the Meeting, including access to the Notice of Meeting, which includes details on how to use the online facility and instructions on how to vote and ask questions ahead of and at the meeting.

For further information on the live voting process please see the Virtual Meeting Registration and Voting Guide included in the Notice of Meeting or at <https://www.automicgroup.com.au/virtual-agms/>.

If you have not elected to receive the Company's FY23 Annual Report in hard copy it is available on the Company's website.

**Please exercise your opportunity to vote on these important matters. The Directors recommend that Shareholders vote in favour of all resolutions and the Chairman intends to vote all available proxies in favour of Resolutions 1-4.**

If you are unable to attend the AGM, I encourage you to participate by completing the enclosed Appointment of Proxy Form and lodging it in the manner outlined in the Notice of Meeting.

#### **How to ask questions**

Shareholders will be given an opportunity to ask questions at the Meeting, however we welcome questions from Shareholders before the meeting. Questions should be directed to the Company via email to [secretary@pharmx.com.au](mailto:secretary@pharmx.com.au) by COB Tuesday 14 November 2023. Questions should relate to matters relevant to the business of the Meeting (including matters arising from the Financial Report, the Directors' Report or the content of the auditors' report), general questions regarding the performance, business or management of the Company and relevant questions about the conduct of the audit.

We look forward to your participation in the Meeting.



Nick England  
Chairman

# Notice of Annual General Meeting



PharmX Technologies Limited ABN 25 000 091 305

## Notice of Annual General Meeting and Explanatory Memorandum

**Date:** Tuesday 21 November 2023

**Time:** 11.00 am AEDT

**Place:** The meeting will be held online and in person at the offices of the Company at Suite 11.02, Level 11, 17 Castlereagh Street, Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If any Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Company will ensure that all Shareholders have an opportunity to participate at the Meeting by the following means:

- Shareholders have the ability to ask questions in advance of the meeting by sending their questions by Tuesday 14 November 2023 to [secretary@pharmx.com.au](mailto:secretary@pharmx.com.au).

The Meeting will be live webcast and Shareholders will be able to submit questions and vote in real time via the platform. Shareholders will be required to log in and pre-register for the AGM at the online platform provided by our share registry, Automic, at:

[https://us02web.zoom.us/webinar/register/WN\\_cTmAMgZQ-2PXXtpECD4OA](https://us02web.zoom.us/webinar/register/WN_cTmAMgZQ-2PXXtpECD4OA)

A Virtual Meeting Guide and Online Proxy Voting Guide can be found in the attachments to this Notice of Meeting.

# Notice of Annual General Meeting

20 October 2023

Dear Shareholder,

I am pleased to invite you to attend the 2023 Shareholders' Annual General Meeting. Enclosed is your Notice for the Annual General Meeting of PharmX Technologies Limited. The Meeting is being held on Tuesday 21 November 2023 as a hybrid meeting and will commence at 11.00 am (AEDT).

A hybrid meeting means that Shareholders may choose to attend in person, or online through an online meeting platform. PharmX has made the decision to hold the AGM as a hybrid AGM in order to allow as many of our Shareholders as possible to participate.

We encourage all our Shareholders to take the opportunity to participate in this year's AGM either in person or virtually. Our share registry, Automic, will provide access to a live webcast of the AGM which will enable Shareholders to:

- vote between the commencement of the meeting and the closure of voting, as announced by the Chair;
- hear the AGM discussion and view the meeting slides; and
- submit questions during the meeting.

You will need to log in and pre-register before the meeting. A Virtual Meeting Registration and Voting Guide is attached to this Notice. If you are unable to do so, we ask that you kindly complete the enclosed proxy form and return it to our share registry, Automic, by email, mail or fax.

Further information on how to do this is set out in the voting section of this Notice and the Online Proxy Lodgement guide attached to this Notice.

Proxies must be received by no later than 11.00 am (AEDT) on Sunday 19 November 2023. If any of the Directors are appointed as a proxy, they will vote in accordance with any instructions given to them. If, as the Meeting's Chairman, I am given any proxies with discretion as to how to vote, I will vote in favour of each of the items of business to be considered.

I sincerely hope you will join us at the Meeting and take advantage of the opportunity to interact with the Board.

Yours sincerely



**Nick England**

Executive Chairman

# Notice of Annual General Meeting

## About the AGM

**Notice is given** that the Annual General Meeting (“**AGM**”) of Shareholders of PharmX Technologies Limited (“**PharmX**” or the “**Company**”) will be held online and in person, commencing at 11.00 am on Tuesday 21 November 2023.

The accompanying Explanatory Memorandum and Proxy Form provide additional information relating to the matters to be considered at the Meeting, and form part of this Notice. We refer Shareholders to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice and the Explanatory Memorandum.

## Agenda

### A. Financial Statements and Reports

To receive the Financial Statements, Directors’ Report and Auditor’s Report of the Company for the year ended 30 June 2023.

### B. Ordinary Resolutions

#### 1. Re-election of Jayne Shaw as Director

**To consider and, if thought fit, pass the following as an ordinary resolution:**

*“That for the purpose of Clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes Jayne Shaw, being eligible, is re-elected as a Director of the Company.”*

#### 2. Adopt the Remuneration Report

**To consider and, if thought fit, pass the following resolution as a non-binding resolution:**

*“That the Company adopt the Remuneration Report for the financial year ended 30 June 2023 in accordance with Section 250R(2) of the Corporations Act.”*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

**A voting exclusion applies to this Resolution**

# Notice of Annual General Meeting

## 3. Capital Return

**To consider and, if thought fit, pass the following as an ordinary resolution:**

*“That, in accordance with Part 2J.1 of the Corporations Act 2001 (Cth), approval is given for the ordinary share capital of the Company to be reduced by approximately \$4,500,000, to be effected by the Company paying each shareholder on the record date of 27 November 2023 the amount of 0.75 cents for each ordinary share held at that time, on the terms set out in the Explanatory Memorandum.”*

## C. Special Resolutions

## 4. Approval of Additional 10% Placement Facility

**To consider and, if thought fit, pass the following as a special resolution:**

*“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to allot and issue Equity Securities totaling up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and as set out in the Explanatory Memorandum accompanying this Notice.”*

**A voting exclusion applies to this Resolution**

## Voting exclusion statements

### Resolution 2

The Company will disregard any votes cast in favour of the resolutions by or on behalf of:

- (a) any Director;
- (b) a member of the Company’s Key Management Personnel (“**KMP**”) named in the Remuneration Report or their Closely Related Parties, regardless of the capacity in which the vote is cast; or
- (c) as a proxy by a member of the Company’s KMP at the date of the AGM or a Closely Related Party of such a member or an Associate of those persons.

However, in accordance with the Corporations Act, a person described above may vote on Resolution 2 if:

- it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the Proxy Form how to vote; or
- it is cast by the Chairman as proxy for a person who is permitted to vote, in accordance with an express direction specified on the Proxy Form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

If the Chairman is appointed as a proxy for a person who is permitted to vote on Resolution 2, the Chairman will vote any proxies which do not indicate on their Proxy Form the way the Chairman must vote, in favour of the Resolution.

# Notice of Annual General Meeting

## Special Resolution 4

If at the time of the Meeting the Company is proposing to make an issue of securities under ASX Listing Rule 7.1A, the Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associates of that person.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

As at the date of this Notice, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1.A. As such, no existing Shareholders will be excluded under a voting exclusion.

By order of the Board



Eryl Baron

Company Secretary, PharmX Technologies Limited

Dated: 20 October 2023



# Voting and Proxies

## Voting

The Company has determined, in accordance with Regulation 7.11.37 of the Corporations Act 2001 (Cth), that Shareholders recorded on the Company's register at 7.00 pm (AEDT) on Sunday 19 November 2023 will be entitled to attend and vote at the Meeting. If you are not a registered Shareholder on the Record Date, you will not be entitled to attend and vote at the Meeting.

If you are unable to attend the Meeting, we encourage you to sign and return the accompanying proxy form in accordance with the instructions set out below and those set out on the proxy form.

## Proxies

A Shareholder who is entitled to attend and vote at the Annual General Meeting may appoint up to two proxies to attend and vote on behalf of that Shareholder.

If a Shareholder appoints two proxies, the appointment of the proxies must specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the Shareholder's votes.

A proxy need not be a Shareholder.

A proxy may decide whether to vote on any Resolution, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy is directed how to vote on a Resolution, the proxy may vote on that Resolution only in accordance with that direction. If a proxy is not directed how to vote on a Resolution, the proxy may vote as he or she thinks fit, this applies even if the proxy is the Chairman, in which case the Chairman will vote in favour of each of the items of business.

## Appointing the Chairman

If the Shareholder appoints the Chairman of the Meeting as proxy, the Shareholder can direct the Chairman how to vote by marking the relevant boxes on the proxy form (i.e. 'for', 'against' or 'abstain').

If no direction is provided the Chairman will cast the Shareholder's votes in favour of all resolutions.

## Returning proxies and authorising documents

To be effective, the Company must receive the completed proxy form and, if the form is signed by the Shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 11.00 am (AEDT) on Sunday 19 November 2023.

Proxies may only be lodged with the Company's share registry:

- a. by mail or delivery to:  
Automic Pty Limited, Level 5, 126 Phillip Street, Sydney NSW 2000  
GPO Box 5193, Sydney NSW 2001

# Voting and Proxies

- b. by facsimile:  
(within Australia) (02) 8583 3040  
(outside Australia) +61 2 8583 3040
- c. Proxy forms and online voting are available at [investor.automic.com.au](http://investor.automic.com.au) by logging into your account.

## Directed Proxies

The Corporations Act sets out how a proxy must vote directed proxies. If a proxy form specifies the way a proxy is to vote on a resolution, then:

- a proxy need not vote on poll, but if the proxy does vote, the proxy must vote as directed;
- if a proxy is appointed by two or more Shareholders who specify different ways to vote on a resolution, the proxy must not vote on poll;
- if the proxy is the Chairman, the proxy must vote as directed on a poll;
- if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does vote, the proxy must vote as directed; and
- if the proxy is not the Chairman and does not attend the Annual General Meeting or does not vote on a Resolution, but the proxy form specifies how to vote and a poll is demanded, then the Chairman is taken to have been appointed as the proxy and must vote as directed.

## Power of Attorney

A Shareholder's attorney may sign the Shareholder's proxy form on behalf of the Shareholder. By signing the proxy form, the Shareholder's attorney confirms that the authority under which he or she executed the proxy form has not been revoked. If the Shareholder's attorney signs the proxy form, then the attorney must, when it sends the proxy form to the Company also send the authority (or a certified copy of the authority) under which the proxy form was signed. Each of the proxy form and authority must be received at least forty-eight (48) hours before the Meeting.

## Bodies Corporate

Proxies given by corporate Shareholders must be executed in accordance with their constitutions, or signed by two directors, a director and the company secretary, or a duly authorised officer or attorney. A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at the Meeting. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise on behalf of the appointing body all of the powers that the appointing body could exercise at the Meeting or in voting on a resolution.

# Voting and Proxies

## **Technical difficulties with a Hybrid Meeting**

Technical difficulties may arise during the Meeting. The Chair has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In exercising their discretion, the Chair will have regard to the number of Shareholders affected and the extent to which participation in the business of the Meeting is affected.

If the Chair considers it appropriate the Meeting may continue and business may be transacted, including a poll and voting in accordance with valid proxy instructions.

In the event of a substantial technological failure that prevents Shareholders from having a reasonable opportunity to participate in the Meeting, the Company will endeavour to provide an update, either through text message or on its website, and will communicate the details of any postponed or adjourned Meeting to Shareholders.

# Explanatory Memorandum

## Important Notice

This Explanatory Memorandum is an explanation of, and contains information about, the Resolutions to be considered at the Meeting, which are set out in the accompanying Notice.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required to decide how to vote on the Resolutions. The Directors recommend that Shareholders read this Explanatory Memorandum in full before determining whether or not to support the Resolutions. This Explanatory Memorandum forms part of the accompanying Notice of Annual General Meeting and should be read together with the Notice.

If you are in doubt about what to do in relation to the Resolutions contemplated in this Explanatory Memorandum, you should consult your financial or other professional advisor.

Capitalised terms used in this Explanatory Memorandum have the meaning given to them in the Glossary.

## Financial and Related Reports

Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2023 to be laid before the Company's 2023 Annual General Meeting. There is no requirement for a formal resolution on this item.

The financial report contains the financial statements of the consolidated entity consisting of PharmX Technologies Limited and its controlled entities.

As permitted by the Corporations Act, a printed copy of the Company's 2023 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2023 Annual Report is available on the Company's website ([www.pharmx.com.au](http://www.pharmx.com.au)).

The Chair of the Meeting will allow a reasonable opportunity at the meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, BDO Audit Pty Ltd, questions about its audit report, the conduct of its audit of the Company's financial report for the financial year ended 30 June 2023, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of BDO Audit Pty Ltd in relation to the conduct of the audit.

# Explanatory Memorandum

## Ordinary Resolutions

### 1. Re-election of Jayne Shaw as a Director

Jayne was appointed to the Board on 15 October 2020.

Experience and expertise: Jayne has significant experience in healthcare management built from a clinical nursing background. Jayne has held senior management roles in two Australian private hospitals and established an Australian and international consulting business which was sold to Healthsouth, a large US Healthcare company. After this, Jayne became the co-founder of Vision Group, a business that was successfully listed on the ASX. Jayne has been a member of a number of private healthcare boards involved with specialist consolidation including cardiology, cancer care, orthopaedics, and women's health and has continued to work with private equity firms on local and international healthcare transactions. Jayne also holds positions on the boards of Mable Technologies, The Woolcock Research Institute, and The Citadel Group, and is Chair of BCAL Diagnostics.

Jayne is an Independent, non-executive director and is the Chair of the Remuneration and Nomination Committee.

#### **The Chairman of the Meeting intends to vote all undirected proxies in favour of this Resolution.**

The Board (excluding Ms. Shaw) unanimously recommends that Shareholders vote in favour of this Resolution.

### 2. Adoption of the Remuneration Report

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. The vote on this item is advisory only and does not bind the Directors of the Company. The Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2023.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

#### **Voting consequences**

Under the Corporations Act, if at least 25% of the votes cast on a remuneration report resolution vote against the report in two consecutive annual general meetings, the Company will be required, at the second annual general meeting, to put to Shareholders a resolution proposing the calling of an extraordinary general meeting at which all Directors of the Company who were in office at the date of approval of the

# Explanatory Memorandum

applicable Directors' Report must stand for re-election ("**Spill Resolution**").

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting within 90 days of the second annual general meeting. At the 2022 annual general meeting, the votes cast against the remuneration report were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

## **Voting Exclusion**

A voting exclusion applies to this Resolution, as set out in the Notice.

## **The Chairman of the Meeting intends to vote all undirected proxies in favour of this Resolution.**

As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act 2001 (Cth) makes no recommendation regarding this resolution.

## **3. Capital Return**

### **Introduction**

As announced to ASX on 2 October 2023, the Company and Jonas Software AUS Pty Ltd (JSA) completed the sale of all of the shares held by the Company in both Corum Health Pty Ltd ACN 086 308 858 and Amfac Pty Ltd ACN 083 689 212 to JSA on 29 September 2023 (Sale Transaction) and the Company had received initial consideration of \$4.75 million in connection with the Sale Transaction.

The Sale Transaction was approved by Shareholders at a general meeting of the Company on 20 September 2023.

In light of the completion of the Sale Transaction, the Company intends to distribute to Shareholders a portion of the net sale proceeds (after applicable taxes and transaction costs) together with a portion of the Company's corporate cash reserves that will be surplus to the needs of the remaining business by way of a return of approximately A\$4,500,000 to Shareholders, representing a cash capital return to Shareholders of 0.75 cents per Share (Capital Return).

The Capital Return will, if approved, be paid to each person holding Shares in the Company as at the record date as an equal capital reduction under sections 256B and 256C of the Corporations Act.

### **Timetable**

The following timetable has been approved by ASX for Listing Rules consistency purposes. If there are any changes to this timetable, those changes will be announced to ASX on the ASX Market Announcements Platform.

# Explanatory Memorandum

Event	Date
Annual General Meeting at which resolution for Capital Return to be considered	21 November 2023
Last date for trading of shares to be entitled to the Capital Return	23 November 2023
Shares commence trading on an 'ex return of capital' basis	24 November 2023
Record date for determining entitlement to participate in the Capital Return	27 November 2023
Payment date for Capital Return	4 December 2023

## Reasons for the distribution

As mentioned above, following completion of the Sale Transaction, the funding requirements of the Company's remaining business is fundamentally different. Accordingly, the Company intends to distribute to Shareholders a portion of the net sale proceeds (after applicable taxes and transaction costs) together with a portion of the Company's corporate cash reserves that will be surplus to the needs of the remaining business in the future.

## Requirements for the Capital Return

### (a) Equal reduction

The proposal in Resolution 3 constitutes an equal reduction in the Company's share capital for the purposes of the Corporations Act. It applies to each Shareholder in proportion to the number of ordinary shares that each Shareholder holds, with the terms of the Capital Return being the same for all Shareholders.

### (b) Statutory requirements

The requirements under the Corporations Act for a company to reduce its share capital are as follows.

- (i) *The reduction must be fair and reasonable to the Company's Shareholders as a whole*  
The Directors consider that the proposal in Resolution 3 is fair and reasonable to the Shareholders as a whole. All the Shareholders will be treated in the same manner under the Capital Return. The overall return of capital received by each Shareholder will be proportionate to the number of shares they hold as at the record date for the Capital Return.

Resolution 3 only authorises the Directors to declare and pay a Capital Return if to do so is fair and reasonable to Shareholders as a whole.

- (ii) *The reduction must not materially prejudice the company's ability to pay its creditors*  
The Directors have reviewed the assets, liabilities and expected cash flows of the Company, and are of the view that the proposal in Resolution 3 will not materially

# Explanatory Memorandum

prejudice the Company's ability to pay its creditors. Resolution 3 only authorises the Directors to declare and pay a Capital Return if to do so does not materially prejudice the Company's ability to pay its creditors.

- (iii) *The reduction must be approved by Shareholders under section 256C of the Corporations Act*

Shareholder approval is being sought at this meeting for the purpose of complying with section 256C(1) of the Corporations Act.

Resolution 3 must be approved by an ordinary resolution of Shareholders.

In accordance with section 256C(5) of the Corporations Act, a copy of this Notice of Meeting (including the Explanatory Memorandum) has been lodged with the Australian Securities and Investments Commission.

## **Effect on capital structure**

As at the date of this Notice of Meeting, there are 598,506,789 Fully Paid Ordinary Shares and 9,500,000 Performance Rights on issue. There are no other Company securities on issue.

No Shares will be cancelled as a part of the Capital Return and the number of Shares on issue will not change as a result of the Capital Return. Accordingly, the Capital Return will not affect the number of Shares held by each Shareholder.

## **Effect on financial position**

Before paying the Capital Return, the Directors will review the Company's assets, liabilities and expected cash flows, and form the view that the Capital Return will not materially prejudice the Company's ability to pay its creditors.

The Directors will also need to have satisfied themselves as to the solvency of the Company following the declaration and payment of the Capital Return.

## **Effect on share price**

Following the Capital Return, the Company's Shares may trade at a lower share price from the relevant 'ex return of capital' date than they otherwise would have done had a return of capital not occurred. This is due to the return of funds to Shareholders and the consequent reduction in contributed capital and in turn reduction in net tangible assets per share.

## **Tax consequences for Shareholders**

### **(a) Introduction**

This section comments on the Australian income tax implications of the proposed Capital Return for



# Explanatory Memorandum

Shareholders and is provided on the basis of receiving the Capital Return only, without also disposing of the Shares.

References to Australian resident Shareholders are to Shareholders who are residents of Australia for Australian income tax purposes and are not a tax resident of any other jurisdiction.

This section should be read in conjunction with the entire Notice of Meeting and Explanatory Memorandum. This summary is not intended to be comprehensive and is based on the Company's interpretation of Australian income tax law and administrative practices currently in force at the date of this Notice of Meeting. Shareholders should not rely on the information in this section as advice in relation to their own affairs. This summary is general in nature and is not intended to be an authoritative or complete statement of all potential tax implications for each investor or relied upon as tax advice. The taxation laws are complex and there could be implications in addition to those described in this section. The precise income tax implications for Shareholders will depend on each investor's specific circumstances. Shareholders should seek independent professional advice in relation to their own particular circumstances.

This summary does not constitute financial product advice as defined in the Corporations Act and is confined to general Australian taxation issues and is only one of the matters a Shareholder needs to consider when making a decision about its investments.

The information in this section only applies to Shareholders who hold their Shares on capital account. The commentary does not deal with the taxation implications of the Capital Return for:

- (i) Shareholders who hold the shares in the Company on revenue account or as trading stock;
- (ii) Shareholders who are exempt from Australian income tax;
- (iii) Shareholders subject to the Taxation of Financial Arrangements regime in Division 230 of the Income Tax Assessment Act 1997 (Cth);
- (iv) Shareholders who changed their tax residency while holding their Shares; or
- (v) Shareholders who are foreign shareholders who own their Shares through a permanent establishment in Australia.

For the purposes of section "Tax Ruling" and "Australian taxation position of Australian resident Shareholders" below, "Shareholder" does not refer to any of the persons or entities at paragraphs (i) to (v) above. It is important that such persons or entities also seek independent taxation advice specific to their circumstances.

## (b) Tax ruling (pending)

The Company will seek a class ruling from the Australian Taxation Office (ATO) for confirmation on certain Australian tax implications for Shareholders receiving the Capital Return.

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Specifically, the class ruling application seeks ATO confirmation as to:

- (i) the treatment of the Capital Return received by Shareholders as a capital payment and not a dividend;
- (ii) the associated Australian Capital Gains Tax (CGT) implications for Shareholders receiving the Capital Return; and
- (iii) whether the ATO will seek to apply any of the relevant integrity measures to the Capital Return.

Based on previous comparable transactions, it is anticipated that the views in the class ruling should be consistent with the summary in this section, although it is possible that the ATO's views may differ from this summary.

The final class ruling will be received from the ATO after the Meeting. Once the class ruling is finalised by the ATO, it will be published on the ATO's website (<https://www.ato.gov.au>) and the Company's website (<https://pharmx.com.au/>).

For completeness, general taxation comments regarding the receipt of both a return of capital and dividend component have been included below for Shareholders (noting the Company is seeking ATO confirmation that there is no dividend component).

## (c) **Australian taxation position of Australian resident Shareholders**

The Capital Return should not constitute a dividend for Australian tax purposes.

The ATO may apply certain integrity measures to deem the Capital Return to be a dividend in part or in full. The pending class ruling application seeks the ATO's confirmation that none of those integrity measures will be applied in relation to the Capital Return.

If the ATO determines that it will apply one or more integrity measures, the general implications for Shareholders being subject to Australian income tax on a dividend component are outlined below in section "Australian taxation position of Australian resident Shareholders" part (i) Return of capital and section "Australian income taxation implications for non-resident Shareholders" (ii) Dividend.

The ATO is not expected to apply these integrity measures, although it is possible that the ATO's views may differ from those outlined in this document.

### (i) **Return of capital**

A return of capital for Australian income tax purposes will result in a CGT event for a Shareholder. The immediate Australian income tax consequence of the receipt of the capital proceeds from the Capital Return will depend on the cost base of a Shareholder's Shares for CGT purposes. The cost base of listed shares should generally be the cost of acquisition of the Shares, plus any costs incurred in relation to the acquiring and disposing of the shares (such as broker's fees and stamp duty).

# Explanatory Memorandum

If the capital reduction exceeds the cost base, then the Shareholder will realise a capital gain equal to the amount of the excess.

A CGT discount may be applied against the capital gain (after reduction of total capital gains by capital losses) where the Shareholder is an individual, complying superannuation entity or trustee, the Shares have been held for at least 12 months and certain other requirements have been met. Where the CGT discount applies, any capital gain arising to individuals and entities acting as trustees (other than a trust that is a complying superannuation entity) may be reduced by one half, after offsetting current year or prior year capital losses. For a complying superannuation entity, any capital gain may be reduced by one third, after offsetting current year or prior year capital losses.

Where the Shareholder is the trustee of a trust that has held the Shares for at least 12 months before disposal, the CGT discount may flow through to the beneficiaries of the trust if those beneficiaries are not companies. Shareholders that are trustees should seek specific advice regarding the tax consequences of distributions to beneficiaries who may qualify for discounted capital gains.

Shareholders who are companies are not entitled to the CGT discount.

If the cost base of the Shares exceeds the capital proceeds received by a Shareholder there should be no immediate tax consequences to a Shareholder other than a reduction in CGT cost base of the shares.

**(ii) Dividend**

Any dividend component (including any deemed dividend component) paid by the Company on a Share will be assessable income of Australian resident Shareholders in the year of income in which it is paid.

Any dividend component of the Capital Return is expected to be unfranked. This means that, for Australian resident Shareholders, the unfranked dividend will be assessable income in the year in which it is paid and be subject to taxation at the rate applicable to each relevant Shareholder.

**(d) Australian income taxation implications for non-resident Shareholders**

**(i) Return of capital**

Where the Capital Return is classified as a return of capital for Australian tax purposes, if the capital reduction exceeds the cost base, then the Shareholder should realise a capital gain equal to the amount of the excess. Any capital gain arising to a Shareholder

# Explanatory Memorandum

who is not a resident of Australia for Australian tax purposes should be disregarded, unless their shares constitute 'Taxable Australian Property', as defined for Australian income tax purposes.

Specifically, Taxable Australian Property includes interests held in an entity that satisfies both of the following two tests:

- Non-portfolio interest test – holdings, on an associate inclusive basis, in the test entity of 10% or more at the time of disposal (or throughout a 12-month period within the period commencing 24 months before the time of disposal).
- Principal asset test – where the sum of the market values of the entity's assets that are taxable Australian real property exceeds the sum of the market value of its assets that are not taxable Australian real property (in this regard, mining rights are considered taxable Australian real property).

Any non-resident Shareholders who own 10% or more of the Shares (on an associate inclusive basis) should seek independent professional advice in relation to their own particular circumstances.

## (ii) Dividend

To the extent that the Capital Return is not confirmed to constitute a return of capital for Australian income tax purposes, the amount should be considered a dividend for Australian income tax purposes.

Any dividend component of the Capital Return it is expected to be unfranked. Accordingly, Australian dividend withholding tax will apply. The rate of dividend withholding tax applied should be the lesser of 30% or the applicable rate in accordance with the specific double tax agreement between Australia and the relevant foreign jurisdiction of the non-resident Shareholder.

## Payment Details

If Resolution 3 is passed by Shareholders and the Directors determine that the Capital Return is to proceed, payment will be made to eligible Shareholders, being registered holders of Shares as at 27 November 2023.

### *How to provide your bank account details to the share registry*

The payment of the Capital Return will be made by way of direct credit to a financial institution in Australia or New Zealand (including a bank, building society or credit union account).

Accompanying this Notice of Meeting is a Direct Credit Form to complete bank account details for payment purposes. If Shareholders provide these details, payment of the Capital Return will be made to the Shareholder's nominated eligible bank account. Alternatively please provide your payment details by visiting <https://investor.automic.com.au/#/home>. This is the preferred method of providing bank details as it is more

# Explanatory Memorandum

secure and payment details will be updated immediately.

If the Share Registry does not receive eligible bank account details from any Shareholder, payment of the Capital Return to that Shareholder will occur by way of cheque.

For enquiries, please contact Investor Services on 1300 288 664 or +61 8072 1400.

## **Advantages and Disadvantages**

### **(a) Advantages**

The Board is of the view that the proposed Capital Return has a number of advantages, including but not limited to allowing the Company the flexibility to distribute, in an efficient manner, the proceeds of the Sale Transaction and the Company's corporate cash reserves that will be surplus to the needs of the remaining business in order to reward Shareholders for their support of the Company.

### **(b) Disadvantages**

The Board is of the view that the proposed Capital Return has limited disadvantages. The Capital Return will reduce the amount of cash reserves held by the Company.

## **Directors' Recommendations**

The Directors unanimously recommend that you vote in favour of Resolution 3.

## **Directors' Interests**

As at the date of the Notice of Meeting, the Directors have an interest in the proposed Capital Return in common with other Shareholders, as they are Shareholders of the Company.

## **No other material information**

Other than as set out in this Notice of Meeting (including the Explanatory Memorandum), and any other information previously disclosed to the Shareholders, there is no other information that is known to the Directors which may reasonably be expected to be material to the making of a decision by Shareholders whether or not to vote in favour of Resolution 3.

## **The Chairman of the Meeting intends to vote all undirected proxies in favour of this Resolution.**

The Board recommends that Shareholders vote in favour of this Resolution.

# Explanatory Memorandum

## Special Resolution

### 4. Approval of Additional 10% Placement Capacity

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its Shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual meeting, to increase this 15% limit by an extra 10% to 25% ("**10% Placement Capacity**").

An 'eligible entity' under ASX Listing Rule 7.1A is one which, at the date of the resolution, is not included in the S&P/ASX 300 Index has a market capitalisation of \$300 million or less. The Company anticipates that it will be an eligible entity for the purposes of ASX Listing Rule 7.1A at the time of the Meeting.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% Placement Capacity provided for in ASX Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% Placement Capacity to issue equity securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

This Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and entitled to vote.

The exact number of additional equity securities that the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula set out ASX Listing Rule 7.1A.:

$(A \times D) - E$

where:

A = the number of fully paid ordinary securities on issue at the commencement of the relevant period,

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exceptions 9, 16 or 17,
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the

# Explanatory Memorandum

- relevant period; or
- the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the relevant period; or
  - the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4,
- plus the number of partly paid ordinary securities that became fully paid in the relevant period,
- less the number of fully paid ordinary securities cancelled in the relevant period.

'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D = 10%.

E = the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4; and "relevant period" means:

- if the entity has been admitted to the official list for 12 months or more, the 12-month period immediately preceding the date of the issue or agreement; or
- if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities and issued for cash consideration. The Company presently has one class of quoted securities, being Shares (ASX: PHX).

## **Special information required by ASX Listing Rule 7.3**

In accordance with ASX Listing Rule 7.3A, the following information is provided:

### **Minimum price**

Any equity securities issued can only be issued at a price that is not less than 75% of the volume weighted average market price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed; or
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the equity securities are issued.

# Explanatory Memorandum

## Risk of economic and voting dilution to existing Shareholders

If this Resolution is approved by Shareholders and the Company issues equity securities under the 10% Placement Capacity, the existing Shareholders' economic and voting interests in the Company will be diluted. There is a risk that:

- (a) the market price of the Company's equity securities in that class may be significantly lower on the issue date than on the date of approval under ASX Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date.

The table below sets out the potential dilution scenarios ("Dilution Table") to existing Shareholders calculated in accordance with the formula in ASX Listing Rule 7.1A.2 based on a closing Share price of \$0.043 on the ASX on 13 October 2023. The Dilution Table also shows:

- (a) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue to all Shareholders) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' Meeting; and
- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

<b>Variable A in Listing Rule 7.1.A.2</b>		<b>\$ 0.0215</b>	<b>\$ 0.0430</b>	<b>\$ 0.0860</b>
		<b>50% decrease in issue price</b>	<b>Issue Price</b>	<b>100% increase in issue price</b>
<b>Current Variable A</b>	<b>10% Voting Dilution</b>	59,850,679	59,850,679	59,850,679
598,506,789	<b>Funds Raised</b>	\$ 1,286,790	\$ 2,573,579	\$ 5,147,158
<b>50% increase in</b>				
<b>Current Variable A</b>	<b>10% Voting Dilution</b>	89,776,018	89,776,018	89,776,018
897,760,184	<b>Funds Raised</b>	\$ 1,930,184	\$ 3,860,369	\$ 7,720,738
<b>100% increase in</b>				
<b>current Variable A</b>	<b>10% Voting Dilution</b>	119,701,358	119,701,358	119,701,358
1,197,013,578	<b>Funds Raised</b>	\$ 2,573,579	\$ 5,147,158	\$ 10,294,317

The Dilution Table has been prepared on the following assumptions:

- (a) the "issue price at current market price" is the closing price of Shares on the ASX on 16 October 2023;
- (b) Variable "A" is 598,506,789, the current number of Shares on issue at 16 October 2023;
- (c) the Company issues the maximum number of equity securities available under the 10% Placement Capacity;



# Explanatory Memorandum

- (d) the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
- (e) no Performance Rights are exercised and exchanged into Shares before the date of issue of equity securities;
- (f) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- (g) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of the placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Annual Meeting;
- (h) the issue of equity securities under the 10% Placement Capacity consists only of fully paid ordinary Shares in the Company; and
- (i) "Funds Raised" are before any capital raising costs which may be incurred.

## **10% Placement Period**

Shareholder approval of the 10% Placement Capacity is valid from the date of the Annual Meeting at which approval is obtained and expires on the earliest to occur of:

- (a) the date which is 12 months after the date of the Annual Meeting at which the approval was obtained;
- (b) the time and date of the Company's next Annual Meeting; or
- (c) the time and date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

## **Purpose of the Additional 10% Placement Capacity**

Whilst the Company does not have any immediate plans to issue equity securities under the 10% Placement Capacity, the Company may seek to issue equity securities under the 10% Placement Capacity to raise funds for working capital, investing activities (including possible complementary business acquisitions if any are identified and approved by the Board), meet financing commitments or capital management activities deemed by the Board to be in the best interests of the Company.

The Company will comply with any disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon the issue of any equity securities under ASX Listing Rule 7.1A.

## **Allocation policy**

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- (a) the methods of raising funds that are then available to the Company;
- (b) the effect of the issue of the equity securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from professional and corporate advisers (if applicable).

# Explanatory Memorandum

Allottees under the 10% Placement Capacity have not been determined as at the date of this Notice of Meeting but may include existing and/or new Shareholders who are not related parties or associates of a related party of the Company.

## **Previous Issue of Securities under ASX Listing Rule 7.1A**

The Company has not issued securities under ASX Listing Rule 7.1A since it last obtained Shareholder approval at the Annual General Meeting dated 14 November 2023.

At the date of this Notice of Meeting the Company has not invited and has not determined to invite any particular existing Shareholder or an identifiable class of existing Shareholder to participate in an offer under ASX Listing Rule 7.1A. Accordingly, no existing Shareholder will be excluded from voting on this Resolution.

## **The Chairman of the Meeting intends to vote all undirected proxies in favour of this Resolution.**

The Board recommends that Shareholders vote in favour of this Resolution.

# Explanatory Memorandum

## Glossary

In this Explanatory Memorandum, unless the context otherwise requires:

**ASX** means ASX Limited ACN 008 624 691

**Board** means the Board of Directors of the Company

**Capital Return** has the meaning given in Resolution 3.

**Closely Related Party** of a member of the Key Management Personnel for an entity has the meaning given in the Corporations Act

**Company** means PharmX Technologies Limited ABN 25 000 091 305

**Constitution** means the constitution of the Company, as amended from time to time

**Corporations Act** means the *Corporations Act 2001* (Cth)

**Director** means a director of the Company

**Key Management Personnel** has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company)

**Listing Rules** means the official listing rules of ASX

**Meeting** means the Annual General Meeting of Shareholders convened by the Notice

**Notice** means the Notice of Annual General Meeting to which this Explanatory Memorandum is attached

**Proxy Form** means the Proxy Form attached to this Notice

**Related party** has the meaning given to that term in section 228 of the Corporations Act

**Resolution** means a resolution passed by the requisite majority of members of the Company by the requisite majority of votes given on a poll

**Share** means a fully paid ordinary share in the capital of the Company

**Share Registry** means Automic Pty Limited ACN 152 260 814

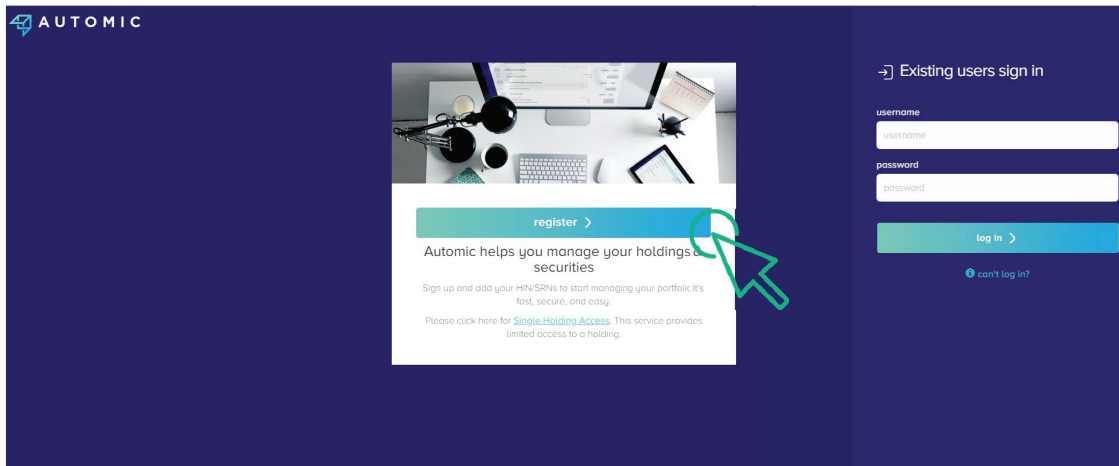
**Shareholder** means a holder of a Share

# Virtual Meeting Registration and Voting

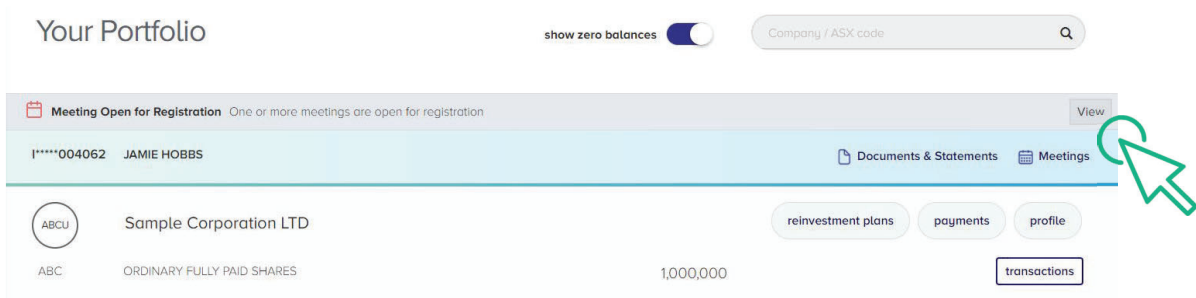


## REGISTRATION

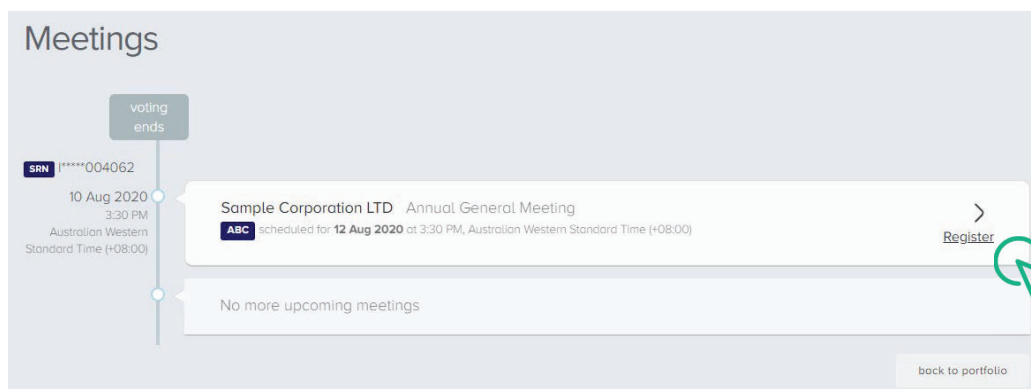
- Go to: <https://investor.automic.com.au/#/home>.
- Log in using your existing username and password or click on “register” and follow the on-screen prompts to create your login credentials.



- Once logged in you will see that the meeting is open for registration. Click on “view”.

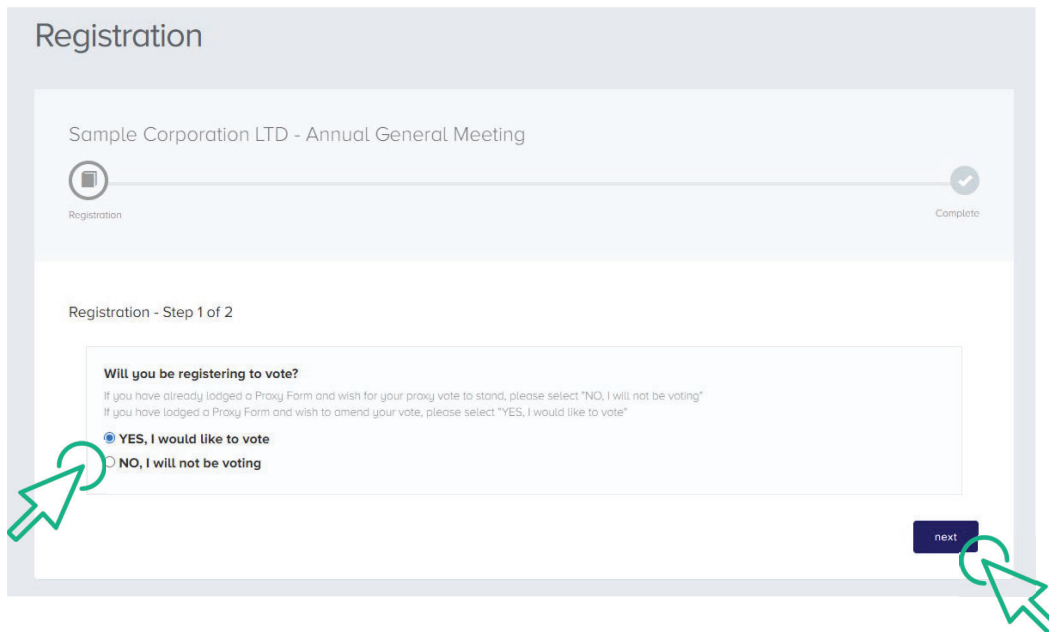


- Click on “register” to register your attendance for the meeting.



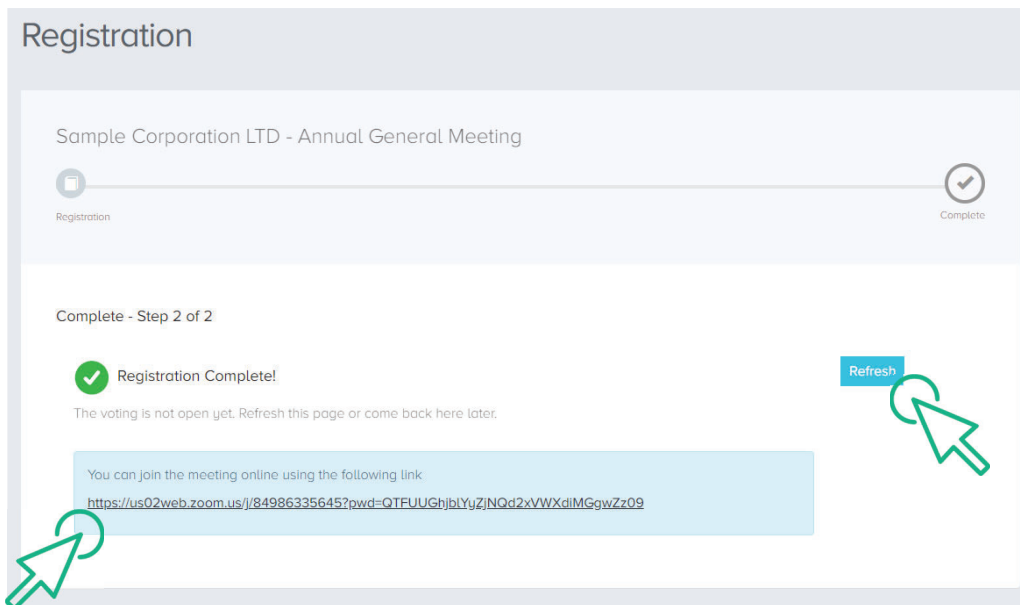
## REGISTRATION

- Select “yes, I would like to vote” and then click “next”.



The screenshot shows a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top indicates the current step is "Registration" (marked with a square icon) and the final step is "Complete" (marked with a checkmark icon). Below the progress bar, the text "Registration - Step 1 of 2" is displayed. The main content area contains a question: "Will you be registering to vote?" with two sub-questions: "If you have already lodged a Proxy Form and wish for your proxy vote to stand, please select 'NO, I will not be voting'" and "If you have lodged a Proxy Form and wish to amend your vote, please select 'YES, I would like to vote'". There are two radio button options: "YES, I would like to vote" (which is selected) and "NO, I will not be voting". A green mouse cursor points to the "YES" option. At the bottom right of the form, there is a dark blue button labeled "next", with another green mouse cursor pointing to it.

- You will be placed on a holding page until voting opens for the meeting. From here you can access the meeting video/audio by selecting the meeting URL.
- Once the Chair of the Meeting declares voting open, you should select “refresh”.



The screenshot shows the "Registration Complete" screen for "Sample Corporation LTD - Annual General Meeting". The progress bar at the top shows "Registration" as a completed step (square icon) and "Complete" as the current step (checkmark icon). Below the progress bar, the text "Complete - Step 2 of 2" is displayed. The main content area features a green checkmark icon followed by the text "Registration Complete!". Below this, it says "The voting is not open yet. Refresh this page or come back here later." At the bottom, there is a light blue box containing the text "You can join the meeting online using the following link:" followed by the URL: <https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjb1YjZjNkd2xVWXdlMGgwZz09>. A green mouse cursor points to the URL. To the right of the text, there is a blue button labeled "Refresh", with another green mouse cursor pointing to it.

## VOTING

- The next screen will display the resolutions to be put to the meeting.
- The Chair of the meeting will provide instructions on when to mark your vote.
- You record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution.
- Once voting has been declared closed you must select “next” to submit your vote.

**Voting**

Sample Corporation LTD - Annual General Meeting

Registration Poll Review Complete

Poll - Step 2 of 4

You can join the meeting online using the following link  
<https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbUyZjNkd2xVWXdiMGgwZz09>

**Resolutions**  
You must vote on all resolutions, except for those marked as withdrawn.

<b>1</b> Remuneration Report	for	against	abstain
<b>2</b> Re-Election of Mr Robert Smith as Director	for	against	abstain

prev next

- On the next screen, check your vote is correct and select the box next to “declaration” – you cannot confirm your vote unless you select this box.
- Select “confirm” to confirm your vote – you CANNOT amend your vote after pressing the “confirm” button.

Review - Step 3 of 4

**Confirmation**  
Please review and confirm.

<b>1</b> Remuneration Report	for	against	abstain
<b>2</b> Re-Election of Mr Robert Smith as Director	for	against	abstain

**Declaration** PLEASE NOTE: You will not be able to change your votes after pressing the **confirm** button.  
By pressing **confirm** you agree that this online voting form has been signed, authorised and submitted by you, in your capacity as a registered holder (or legally authorised representative) of the Company, in accordance with the requirements under the Company's Constitution, the Corporations Act 2001 (Cth) and Automic's terms and conditions.

prev confirm

## VOTING COMPLETE

- Your vote is now lodged and is final.

### Voting

Sample Corporation LTD - Annual General Meeting

Poll      Review      Complete

Complete - Step 3 of 3

Complete

You have successfully submitted your vote.

You can join the meeting online using the following link

<https://us02web.zoom.us/j/85784417406?pwd=TFF0TTdGTEhGSENIbUN5NzF3bUUQT09>



Your proxy voting instruction must be received by **11.00am (AEDT) on Sunday, 19 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au/>

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)



Please complete and sign this form or go to [www.automic.com.au](http://www.automic.com.au)

Use a **black pen**. Print in **CAPITAL** letters inside the boxes

ASX Company or Trust in which your investment is held

Full name[s]  
and address  
of Registered  
Holding

Post Code



GPO Box 5193, Sydney, NSW 2001  
P +61 (0)2 9698 5414 | F +61 (0)2 8583 3040  
E [hello@automic.com.au](mailto:hello@automic.com.au) | ABN 27152260814

**Securityholder Reference Number  
or Holder Identification Number**

You are required to insert this number

**ASX Code**

## Direct Credit Facility

This form must be forwarded to Automic Registry Services.

### A REQUEST FOR DIRECT CREDITING OF PAYMENTS

Please credit all cash payments from the above holding directly to our account at the following Australian financial institution.

BSB Number

Account Number

Name in which account is held (eg: John Smith)

Name of Australian bank or financial institution

Name of branch or suburb or town

Type of account (eg: cheque, savings)



**DO NOT USE YOUR CARD NUMBER**

If you are unsure of your account or BSB number, please check with your bank, building society or credit union.

### B SIGN HERE - THIS SECTION MUST BE SIGNED FOR YOUR INSTRUCTIONS TO BE EXECUTED

I/We authorise you to act in accordance with my/our instructions set out above. I/We acknowledge that these instructions supersede and have priority over all previous instructions relating to payments to which I/we am/are entitled to be paid in cash, but do not override any previous Reinvestment Plan instructions.

**Individual or Securityholder 1**

Sole Director or  
Sole Director and Sole Company Secretary

**Securityholder 2**

Director

**Securityholder 3**

Director/Company Secretary

**Individual:** This form is to be signed by the security holder.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders must sign

Day Month Year

**Power of Attorney:** To sign as Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Privacy Clause:** Automic Pty Ltd (ACN 152 260 814) trading as Automic Registry Services (Automic) advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Primarily, your personal information is used in order to provide a service to you. We may also disclose the information that is related to the primary purpose and it is reasonable for you to expect the information to be disclosed. You have a right to access your personal information, subject to certain exceptions allowed by law and we ask that you provide your request for access in writing (for security reasons). Our privacy policy is available on our website – [www.automic.com.au](http://www.automic.com.au)